

# Economic Development Authority of the City of Winchester, Virginia

## Meeting Minutes

DATE: February 15, 2011  
TIME: 8:00 a.m.  
LOCATION: Rouss City Hall Council Chambers

MEMBERS:	<u>Present</u>	<u>Absent</u>
Larry T. Omps	_____	<u>X</u> _____
Joseph E. Kalbach	_____	<u>X</u> _____
Daniel Troup	<u>X</u> _____	_____
Ronald Mislowksy	<u>X</u> _____	_____
J. P. Carr	<u>X</u> _____	_____
Suzanne Conrad	<u>X</u> _____	_____
William Buettin	<u>X</u> _____	_____

ALSO ATTENDING: Michael L. Bryan, Counsel, James W. Deskins, Executive Director, and Lawton Saunders

PRESIDING: Ronald Mislowksy, Vice-Chairman

SUBJECT: **Call to Order and Determination of Quorum**

HIGHLIGHTS: Vice-Chairman Mislowksy called the meeting to order at 8:00 a.m., at which time it was determined a quorum was present.

SUBJECT: **Review and Approval of Minutes of January 18, 2011**

HIGHLIGHTS: The Minutes of the Authority meeting held on January 18, 2011 were submitted for consideration by the Authority and were unanimously approved upon motion duly made by Mr. Troup, seconded by Mrs. Conrad.

SUBJECT: **Review and Approval of Financial Statement for the Period Ended January 31, 2011**

HIGHLIGHTS: Mr. Deskins presented the Financial Statements for the period ended January 31, 2011. Net worth as of January 31, 2011 was \$2,369,451.68. The Financial Statement for the period ended January 31, 2011 was submitted by Mr. Deskins and, upon motion by Mrs. Conrad, seconded by Mr. Buettin, the Financial Statement, including the expenditures made by the Authority during the prior period ended January 31, 2011, were unanimously approved. A copy of the Financial Statement is attached to and made a part of these minutes.

**SUBJECT: Executive Director's Report**

**HIGHLIGHTS:** Mr. Deskins presented a Resolution adopted by the Common Council of the City of Winchester, Virginia on February 8, 2011 concerning the redevelopment and transfer of ownership of the former Department of Social Services building located at 29-35 East Boscawen Street to a private owner/developer. Mr. Deskins noted that in negotiating the terms of any such redevelopment and transfer of ownership, the EDA has determined that certain amendments need to be made to a proposed Agreement between the City of Winchester, Virginia and the EDA. The Resolution approves certain amendments to the Agreement and authorizes the City Manager to execute the Agreement as amended. Upon motion duly made by Mr. Troup, seconded by Mrs. Conrad, the amended Agreement between the City and the EDA was unanimously approved, and the Chairman or Vice Chairman are authorized to execute the amended Agreement. In addition, it was unanimously Resolved that the Executive Director is authorized to execute a Letter of Intent with OakCrest Properties, LLC for the redevelopment and transfer of ownership of the former Department of Social Services building, and Authority Counsel is directed to draft an agreement implementing the terms of the Letter of Intent, which agreement will be again submitted to the Authority for ratification. A copy of the Resolution, amended Agreement and Letter of Intent are made a part of these minutes.

**SUBJECT: Closed Meeting**

**HIGHLIGHTS:** Upon Motion duly made by Mr. Carr, seconded by Mr. Troup, the Authority unanimously RESOLVED to go into a closed meeting pursuant to Section 2.2-3711(A)(5) for discussion concerning a prospective business or industry or the expansion of an existing business or industry where no previous announcement has been made of the business' or industry's interest in locating or expanding its facilities in the community.

Upon Motion duly made by Mr. Carr, seconded by Mr. Troup, the Authority also unanimously RESOLVED to go into a closed meeting pursuant to Section 2.2-3711(C)(A)(3) of the Code of Virginia (1950, as amended) for the discussion and consideration of the acquisition of real property for a public purpose, or of the disposition of publicly held real property, where discussion in an open meeting would adversely affect the bargaining position or negotiating strategy of the Authority.

Lawton Saunders was invited to attend the Closed Meeting.

**SUBJECT: Return to Open Meeting**

**HIGHLIGHTS:** At the conclusion of the closed meeting concerning the discussion or consideration of the acquisition of real property for a public purpose, or

the disposition of publicly held real property, where discussion in an open meeting would adversely affect the bargaining position or negotiating strategy the following Resolution was unanimously adopted upon roll call vote as set forth below:

WHEREAS, the Industrial Development Authority for the City of Winchester has concluded its “closed meeting” at a meeting held on February 15, 2011, and desires not to return to an “open meeting”; and

WHEREAS, the adoption of this Resolution is intended to serve as the “Certificate” described in Section 2.2-3712(D) of the Code of Virginia (1950, as amended).

NOW THEREFORE, BE IT RESOLVED that the Industrial Development Authority for the City of Winchester does hereby reconvene in an “open meeting” at its meeting held on February 15, 2011; and

BE IT FURTHER RESOLVED that each and every Member of said Authority who votes in the affirmative for this Resolution does thereby certify to the best of each Member’s knowledge that only public business matters lawfully exempted from open meeting requirements of the Virginia Freedom of Information Act were heard, discussed or considered during the closed meeting, and that only such public business matters as were identified in the Motions which convened the closed meeting were heard, discussed or considered during the course of said closed meeting by the Authority:

<u>Roll Call</u>	<u>Vote</u>
Daniel Troup	Aye
Ronald Mislowsky	Aye
Suzanne Conrad	Aye
J. P. Carr	Aye
William Buettin	Aye

Authority Counsel noted that during the closed meeting, no discussion was held concerning a prospective business or industry or the expansion of an existing business or industry where no previous announcement has been made of the business’ or industry’s interest in locating or expanding its facilities in the community, and since Director Carr needed to depart from the meeting, the Authority intended to again go into a closed meeting for purposes of discussing a prospective business or industry or the expansion of an existing business or industry where no previous announcement has been made of the business’ or industry’s interest in locating or expanding its facilities in the community. Mr. Carr departed the meeting at approximately 9:00 a.m.

SUBJECT: **Return to Closed Meeting**

HIGHLIGHTS: Upon motion duly made by Mrs. Conrad and Mr. Troup, the Authority unanimously RESOLVED to go into a closed meeting pursuant to Section 2.2-3711(A)(5) for discussion concerning a prospective business or industry or the expansion of an existing business or industry where no previous announcement has been made of the business' or industry's interest in locating or expanding its facilities in the community.

SUBJECT: **Return to Open Meeting**

HIGHLIGHTS: At the conclusion of the closed meeting concerning the discussion concerning a prospective business or industry or the expansion of an existing business or industry where no previous announcement has been made of the business' or industry's interest in locating or expanding its facilities in the community, the following Resolution was unanimously adopted upon roll call vote as set forth below:

WHEREAS, the Industrial Development Authority for the City of Winchester has concluded its "closed meeting" at a meeting held on February 15, 2011, and desires not to return to an "open meeting"; and

WHEREAS, the adoption of this Resolution is intended to serve as the "Certificate" described in Section 2.2-3712(D) of the Code of Virginia (1950, as amended).

NOW THEREFORE, BE IT RESOLVED that the Industrial Development Authority for the City of Winchester does hereby reconvene in an "open meeting" at its meeting held on February 15, 2011; and

BE IT FURTHER RESOLVED that each and every Member of said Authority who votes in the affirmative for this Resolution does thereby certify to the best of each Member's knowledge that only public business matters lawfully exempted from open meeting requirements of the Virginia Freedom of Information Act were heard, discussed or considered during the closed meeting, and that only such public business matters as were identified in the Motions which convened the closed meeting were heard, discussed or considered during the course of said closed meeting by the Authority:

<u>Roll Call</u>	<u>Vote</u>
Daniel Troup	Aye
Ronald Mislowsky	Aye
Suzanne Conrad	Aye
William Buettin	Aye

**SUBJECT: Amendment of the Authority's Business Development Grant Program for Vacant Properties**

**HIGHLIGHTS:** Mr. Deskins presented a proposed Amendment to the Economic Development Authority Business Development Grant Program for Vacant Properties, adopted by the Authority on February 19, 2008. The proposed Amendment would provided that grants would be available for demolition and reconstruction as long as the new construction value is at least 75% of the building demolished. The amount of the Business Development Grant would be calculated based on 75% of the size of the building demolished. Upon motion duly made by Mrs. Conrad, seconded by Mr. Troup, the Amendment to the Economic Development Authority Business Development Grant Program was unanimously approved. A copy of the proposed Amendment is made a part of these minutes.

**SUBJECT: Next Meeting**

**HIGHLIGHTS:** The next meeting of the Authority is scheduled for March 15, 2011 at 8:00 a.m. in Common Council Chambers.

**ADJOURNMENT:** There being nothing further, the meeting was adjourned.

Respectfully submitted by:

Michael L. Bryan, Secretary

MLB/pmn

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